

**Amendments to the Claims:**

Please amend the claims as shown in the Listing of Claims below. This Listing of Claims will replace all prior versions and listings of claims in the application:

**Listing of Claims:**

Claims 1-5 (Canceled)

6. (Currently Amended) An imaging system comprising:

a holding unit holding an image picking-up device that receives light from a subject and generates a signal;

a motor configured to drive a driven member, the motor being arranged to overlap with the holding unit as viewed from the subject side, closer to the subject side than the holding unit and movable relatively to the holding unit in the direction of an optical axis; and

a bar-shaped guide member guiding a guided member, the guide member being positioned in a quadrant next to a quadrant where the motor exists and arranged to overlap with the holding unit as viewed from the subject side, closer to the subject side than the holding unit and movable relatively to the holding unit in the direction of the optical axis,

wherein the holding unit includes an overhang portion holding the image picking-up device in the direction of the subject side on the optical axis, and the motor and the guide member are arranged so as to avoid the overhang portion in the direction perpendicular to the optical axis when the motor and the guide member come relatively close to the holding unit and reach a position where the motor and the guide member overlap with the overhang portion.

7. (Previously Presented) An imaging system according to Claim 6, wherein the holding unit includes a tilting unit tilting an imaging surface of the image picking-up device, and wherein the motor and the guide member are arranged within a cylinder substantially containing the tilting unit so as to avoid the overhang portion in the direction perpendicular to the optical axis when the ~~driving unit~~ motor and the guide member come relatively close to the holding unit.